

Notice of BP Annual General Meeting 2009

Notice of meeting and resolutions to be proposed

Notice is hereby given that the one hundredth Annual General Meeting of BP p.l.c. ('BP' or the 'company') will be held at ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL, United Kingdom, on Thursday 16 April 2009, commencing at 11.30 a.m., for the transaction of the following business.

Resolution 1 – Report and accounts

To receive the report of the directors and the accounts for the year ended 31 December 2008.

See notes on page 10

Resolution 2 – Directors' remuneration report

To approve the directors' remuneration report for the year ended 31 December 2008.

See notes on page 10

Resolution 3

To re-elect Mr A Burgmans as a director.

See biography on page 11.

Resolution 4

To re-elect Mrs C B Carroll as a director.

See biography on page 11.

Resolution 5

To re-elect Sir William Castell as a director.

See biography on page 12

Resolution 6

To re-elect Mr I C Conn as a director.

See biography on page 12

Resolution 7

To re-elect Mr G David as a director.

See biography on page 13

Resolution 8

To re-elect Mr E B Davis, Jr as a director.

See biography on page 13

Resolution 9

To elect Mr R Dudley as a director.

See biography on page 14

Resolution 10

To re-elect Mr D J Flint as a director.

See biography on page 14

Resolution 11

To re-elect Dr B E Grote as a director.

See biography on page 15

Resolution 12

To re-elect Dr A B Hayward as a director.

See biography on page 15

Resolution 13

To re-elect Mr A G Inglis as a director.

See biography on page 16

Resolution 14

To re-elect Dr D S Julius as a director.

See biography on page 16.

Resolution 15

To re-elect Sir Tom McKillop as a director.

See biography on page 17

Resolution 16

To re-elect Sir Ian Prosser as a director.

See biography on page 17.

Resolution 17

To re-elect Mr P D Sutherland as a director.

See biography on page 18

Resolution 18 – Reappointment of auditors

To reappoint Ernst & Young LLP as auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorize the directors to fix the auditors' remuneration.

See notes on page 18.

Resolution 19 – Share buyback

To authorize the company generally and unconditionally to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of ordinary shares with nominal value of \$0.25 each in the company, provided that:

- the company does not purchase under this authority more than 1.8 billion ordinary shares;
- the company does not pay less than \$0.25 for each share; and
- the company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the company agrees to buy the shares concerned, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange.

In executing this authority, the company may purchase shares using any currency, including pounds sterling, US dollars and euros.

This authority shall continue for the period ending on the date of the annual general meeting in 2010 or 15 July 2010, whichever is the earlier, provided that, if the company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the company may complete such purchases. See notes on page 18.

Resolution 20 – Directors' authority to allot shares (Section 80)

To renew, for the period ending on the date of the annual general meeting in 2010 or 15 July 2010, whichever is the earlier, the authority and power conferred on the directors by the company's Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the Section 80 Amount of \$1,561 million. See notes on page 19

Resolution 21 – Directors' authority to allot shares (Section 89)

To renew, for the period ending on the date of the annual general meeting in 2010 or 15 July 2010, whichever is the earlier, the authority and power conferred on the directors by the company's Articles of Association to allot equity securities wholly for cash:

- in connection with a rights issue;
- otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the Section 89 Amount of \$234 million.

See notes on page 19.

Resolution 22 – Notice of general meetings

To authorize the calling of general meetings of the company (not being an annual general meeting) by notice of at least 14 clear days. See notes on page 19.

Note: Resolutions 1 to 18 inclusive and Resolution 20 will be proposed as ordinary resolutions. Resolutions 19, 21 and 22 will be proposed as special resolutions. Resolutions 19 to 22 inclusive are items of special business

By order of the board

David J Jackson

Company Secretary

24 February 2009

Notes for ordinary and preference shareholders, ADS holders, employee share plan participants and indirect investors can be found on pages 20-24.